

CHAPMAN AND CUTLER

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1879-1959

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December 29, 1998

2 North Central Avenue
Phoenix, Arizona 85004
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50 South Main Street
Salt Lake City, Utah 84144
(801) 533-0066

RECORDATION NO. 21903-D
FILED

DEC 29 '98

11-30 AM

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W. Room 704
Washington, DC 20423-0001

Re: The Burlington Northern and Santa Fe Railway Company
Leveraged Lease Financing
BNSF 1998-J

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

Memorandum of Lease Assignment (BNSF 1998-J), dated as of December 30, 1998, among First Security Bank, National Association, as indenture trustee (the "*Indenture Trustee*" or the "*Assignee*"), and Wilmington Trust Company, not in its individual capacity, but solely as owner trustee (the "*Owner Trustee*" or the "*Assignor*").

The names and addresses of the parties to the enclosed document are as follows:

Indenture Trustee and Assignee:	First Security Bank, National Association 79 South Main Street Salt Lake City, Utah 84111
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Owner Trustee and Assignor:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19890-0001 Attention: Corporate Trust Administration
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The description of the Equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment is as set forth on Exhibit A hereto.

A fee of twenty-six dollars (\$26.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and

CHAPMAN AND CUTLER

recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

A short summary of the document to appear in the index follows:

MEMORANDUM OF LEASE ASSIGNMENT:

Memorandum of Lease Assignment (BNSF 1998-J) among First Security Bank, National Association, as Indenture Trustee, 79 South Main Street, Salt Lake City, Utah 84111 and Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001, dated as of December 30, 1998, covering certain railroad rolling stock having the reporting marks listed therein. This document relates to the Memorandum of Equipment Lease Agreement, dated as of December 30, 1998, the Memorandum of Trust Indenture and Security Agreement, dated as of December 30, 1998, the Memorandum of Trust Indenture Supplement No. 1, dated as of December 30, 1998, and the Memorandum of Lease Supplement No. 1, dated as of December 30, 1998, which were recorded with the Surface Transportation Board on December 29, 1998 at 11:30 a.m. under recordation numbers 21903, 21903A, 21903C and 21903B, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams
Karl T. Williams

KTW/b
Enclosures

Law Offices of
CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44 CW Diesel Electric Locomotives	101	BNSF 4866, BNSF 4872, BNSF 4873, BNSF 4881 through BNSF 4978, inclusive
5,161 Cubic Foot Covered Hopper Cars	200	SEE SCHEDULE A ATTACHED HERETO
66 Foot Gondola Cars	400	BNSF 518000 through BNSF 518399, inclusive
3,500 Cubic Foot Covered Hopper Cars	350	BNSF 409000 through BNSF 409349, inclusive

Law Offices of
CHAPMAN AND CUTLER

Schedule A

GRAIN CARS

				Number of	
				<u>Cars</u>	<u>Cumulative</u>
BNSF	472338	through	BNSF	---	1
BNSF	472800	through	BNSF	---	2
BNSF	472802	through	BNSF	472806	7
BNSF	472808	through	BNSF	472810	10
BNSF	472812	through	BNSF	472814	13
BNSF	472817	through	BNSF	472820	17
BNSF	472822	through	BNSF	472823	19
BNSF	472825	through	BNSF	---	20
BNSF	472827	through	BNSF	---	21
BNSF	472829	through	BNSF	---	22
BNSF	472838	through	BNSF	472839	24
BNSF	472846	through	BNSF	472847	26
BNSF	472851	through	BNSF	---	27
BNSF	472857	through	BNSF	472859	30
BNSF	472861	through	BNSF	472862	32
BNSF	472864	through	BNSF	472866	35
BNSF	472868	through	BNSF	472875	43
BNSF	472877	through	BNSF	472879	46
BNSF	472882	through	BNSF	---	47
BNSF	472884	through	BNSF	472885	49
BNSF	472887	through	BNSF	472892	55
BNSF	472894	through	BNSF	---	56
BNSF	472896	through	BNSF	472897	58
BNSF	472899	through	BNSF	---	59
BNSF	472904	through	BNSF	472905	61
BNSF	472908	through	BNSF	472909	63
BNSF	472973	through	BNSF	---	64
BNSF	472982	through	BNSF	---	65
BNSF	472987	through	BNSF	---	66
BNSF	473046	through	BNSF	---	67
BNSF	473327	through	BNSF	---	68
BNSF	473330	through	BNSF	473331	70
BNSF	473336	through	BNSF	---	71
BNSF	473339	through	BNSF	---	72
BNSF	473370	through	BNSF	473379	82
BNSF	473381	through	BNSF	473383	85
BNSF	473386	through	BNSF	---	86
BNSF	473388	through	BNSF	473390	89
BNSF	473392	through	BNSF	473394	92
BNSF	473398	through	BNSF	473408	103
BNSF	473410	through	BNSF	473414	108
BNSF	473416	through	BNSF	473417	110
BNSF	473419	through	BNSF	473423	115
BNSF	473425	through	BNSF	---	116
BNSF	473428	through	BNSF	473503	192
BNSF	473507	through	BNSF	---	193
BNSF	473511	through	BNSF	---	194
BNSF	473515	through	BNSF	473516	196
BNSF	473521	through	BNSF	473524	200

DEC 29 '98

11-30 AM

MEMORANDUM OF LEASE ASSIGNMENT
(BNSF 1998-J)

Memorandum of Lease Assignment, made and entered into as of December 30, 1998, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and First Security Bank, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

1. The Owner Trustee and The Burlington Northern and Santa Fe Railway Company ("*Lessee*") have entered into an Equipment Lease Agreement (BNSF 1998-J), dated as of November 1, 1998, and Lease Supplement No. 1 thereto, dated December 30, 1998, covering certain railroad rolling stock bearing reporting marks as listed on Exhibit A attached hereto.

2. Memoranda of said Equipment Lease Agreement and of said Lease Supplement No. 1 were recorded with the Surface Transportation Board on December 29, 1998 at 11:30 a.m. under recordation numbers 21903 and 21903 B, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 1998-J), dated as of November 1, 1998, and Trust Indenture Supplement No. 1 thereto, dated December 30, 1998, pursuant to which Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, has assigned the aforesaid Lease Agreement, the aforesaid Lease Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to First Security Bank, National Association, as Indenture Trustee.

4. Memoranda of said Trust Indenture and Security Agreement and of said Trust Indenture Supplement No. 1 were recorded with the Surface Transportation Board on December 29, 1998 at 11:30 a.m. under recordation numbers 21903 A and 21903 C, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By _____

Name:

Title:

JAMES P. LAWLER
Vice President

Executed on this 10th day of December, 1998.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By _____

Name:

Title:

Executed on this ____ day of December, 1998.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By _____
Name:
Title:

Executed on this ____ day of December, 1998.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By DeAnn Madsen
Name: **DeAnn Madsen**
Title: **Assistant Trust Officer**

Executed on this 10th day of December, 1998.

STATE OF Delaware)
) SS.:
COUNTY OF New Castle)

On this, the 10th day of December, 1998, before me, a Notary Public in and for said County and State, personally appeared James P. Lawler, who being by me duly sworn, says that (s)he is the Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on December 10, 1998 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Kathleen J. Pedelini
Name:
Notary Public
My Commission Expires Oct 31, 2002
Residing in _____
KATHLEEN A. PEDELINI
NOTARY PUBLIC - DELAWARE
My Commission Expires Oct 31, 2002

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of December, 1998, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on December __, 1998 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of December, 1998, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on December __, 1998 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

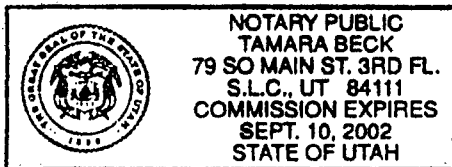
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Utah)
) SS.:
COUNTY OF Salt Lake)

On this, the 10th day of December, 1998, before me, a Notary Public in and for said County and State, personally appeared DeAnn Madsen, who being by me duly sworn, says that (s)he is the Assistant Trust Officer of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on December 10, 1998 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Tamara Beck

Name:
Notary Public
My Commission Expires:
Residing in Utah

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